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9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11 SAN JOSE DIVISION

12 IN RE: HIGH-TECH EMPLOYEE  
ANTITRUST LITIGATION

13  
14 THIS DOCUMENT RELATES TO:  
15 ALL ACTIONS

Case No. 3:11-cv-2509-LHK

**DECLARATION OF JUSTINA K.  
SESSIONS IN SUPPORT OF  
DEFENDANTS' RENEWED  
ADMINISTRATIVE MOTION TO FILE  
UNDER SEAL**

Judge: Hon. Lucy H. Koh

Date Consol. Amended Compl. Filed:  
September 13, 2011

Trial Date: November 12, 2013

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DECLARATION OF JUSTINA K. SESSIONS IN SUPPORT OF DEFENDANTS' ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL  
Case No. 3:11-cv-2509-LHK

1 I, JUSTINA K. SESSIONS, declare and say that:

2 1. I am an attorney licensed to practice law in the State of California and am an  
3 associate with the law firm of Keker & Van Nest LLP, located at 633 Battery Street, San  
4 Francisco, California 94111, counsel for Defendant Lucasfilm Ltd. ("Lucasfilm") in the above-  
5 captioned action. I am duly admitted to practice law before this Court. I have knowledge of the  
6 facts set forth in this declaration, and if called to testify as a witness thereto could do so  
7 competently under oath.

8 2. For the reasons outlined below, and the reasons provided in the Declaration of  
9 David J. Anderman in Support of Defendants' Joint Response to Plaintiffs' Administrative  
10 Motion to Seal [Dkt. No. 199], Lucasfilm seeks to maintain under seal certain portions of the  
11 Declaration of Michelle Maupin in Support of Defendants' Opposition to Plaintiffs' Motion for  
12 Class Certification and Exhibits thereto. The portions Lucasfilm seeks to maintain under seal  
13 contain or reflect Lucasfilm's confidential business practices and/or confidential compensation or  
14 recruiting data.

15 3. Certain portions of the Declaration of Michelle Maupin in Support of Defendants'  
16 Opposition to Plaintiffs' Motion for Class Certification ("Maupin Declaration") and attached  
17 Exhibits contain or reflect materials that Lucasfilm designated Confidential or Confidential-  
18 Attorneys' Eyes Only under the Protective Order in this action [Dkt. No. 107] and should be  
19 maintained under seal.

20 i) Lucasfilm seeks to file under seal portions of paragraphs 18 and 20 on p. 6  
21 and paragraph 25, p. 8 of the Maupin Declaration.

22 (1) These sentences contain actual data reflecting Lucasfilm's compensation  
23 structure and levels. Lucasfilm strictly maintains the confidentiality of its  
24 compensation data. Lucasfilm could be competitively harmed if other  
25 companies gained access to this information. For example, other  
26 companies could adjust their own compensation practices based on their  
27 knowledge of Lucasfilm's compensation methods and levels.  
28

1           ii) Lucasfilm seeks to file under seal portions of paragraph 10 on p. 4, and  
2 paragraphs 22, 23, and 24 on pp. 7-8 of the Maupin Declaration.

3           (1) These sentences describe in detail how Lucasfilm determines its  
4 benchmark compensation levels, and these sentences also reflect  
5 Lucasfilm's actual compensation data and levels. Lucasfilm strictly  
6 maintains the confidentiality of its compensation data. Lucasfilm could be  
7 competitively harmed if other companies gained access to this information.  
8 For example, other companies could adjust their own compensation  
9 practices, including compensation benchmarking, based on their  
10 knowledge of Lucasfilm's compensation methods and levels.

11           iii) Lucasfilm seeks to file under seal paragraph 29 on p. 9 of the Maupin  
12 Declaration.

13           (1) This sentence describes certain specific procedures and requirements  
14 relating to Lucasfilm's compensation and recruiting practices. Lucasfilm  
15 strictly maintains the confidentiality of these particular procedures and  
16 requirements. Lucasfilm could be competitively harmed if other  
17 companies gained access to this information because it would give such  
18 companies valuable insight into the nature and level of compensation offers  
19 that Lucasfilm may make.

20           iv) Lucasfilm seeks to file under seal Exhibit B to the Maupin Declaration  
21 (pages bearing bates numbers LUCAS00188913- LUCAS00188915).

22           (1) Exhibit B is a copy of Lucasfilm's 2008 salary structure. It contains the  
23 specific compensation ranges for each salary grade at Lucasfilm.  
24 Lucasfilm strictly maintains the confidentiality of its compensation data.  
25 Lucasfilm could be competitively harmed if other companies gained access  
26 to this information. For example, other companies could adjust their own  
27 compensation practices based on their knowledge of Lucasfilm's  
28 compensation methods and levels.

1 v) Lucasfilm seeks to file under seal portions of Exhibit C to the Maupin  
 2 Declaration, specifically the pages bearing bates numbers LUCAS00189268-LUCAS00189271  
 3 and LUCAS00189274-LUCAS00189275.

4 (1) Exhibit C is a copy of Lucasfilm's 2008 Salary Budget Recommendations.

5 The document generally describes Lucasfilm's compensation policy,  
 6 recommended salary increase budgets, and merit increase guidelines.

7 (2) The pages labeled LUCAS00189268-70 and LUCAS00189274-75 contain  
 8 and reflect actual data regarding Lucasfilm's compensation levels,  
 9 compensation benchmarking philosophy, and Lucasfilm's cost analysis  
 10 relating to specific positions. Lucasfilm strictly maintains the  
 11 confidentiality of this information. Lucasfilm could be competitively  
 12 harmed if other companies gained access to this information. For example,  
 13 other companies could adjust their own compensation practices based on  
 14 their knowledge of Lucasfilm's compensation methods and levels.

15 (3) The page labeled LUCAS00189271 contains detailed of the proposed  
 16 budget approval process and timing, and includes specific information  
 17 about the schedules of the high level executives involved. This  
 18 information is not widely known even within the company, and the public  
 19 has little interest in learning the details of company executives' schedules.

20 4. Because Lucasfilm has sought to maintain the confidentiality of the materials  
 21 described above, and because public disclosure of these materials could cause Lucasfilm  
 22 significant harm, the portions of Defendants' submissions described above should be redacted and  
 23 shielded from disclosure to Lucasfilm's potential competitors.

24 I declare under penalty of perjury under the laws of the United States that the foregoing is  
 25 true and correct and that this declaration was executed in San Francisco, California, on January  
 26 22, 2013.

27 /s/ Justina K. Sessions  
 28 JUSTINA K. SESSIONS